Supreme Court
FILED
MAY 14 1998
CLERK

(2)

No. 97-1674

In the
Supreme Court of the United State

OCTOBER TERM, 1997

JAMES MAY, *et al.*,

Petitioner

vs.

SHUTTLE, INC., *et al.*,

Respondent

PETITION FOR WRIT OF CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE DISTRICT OF COLUMBIA CIRCUIT

BRIEF IN OPPOSITION ON BEHALF OF RESPONDENTS CITICORP and CITIBANK, N.A.

MARK A. JACOBY
Counsel of Record
WEIL, GOTSHAL & MANGES LL
Counsel for Respondents
Citicorp and Citibank, N.A.
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

11 pp

PARTIES TO THE PROCEEDING

Pursuant to Rule 29.6 of the Rules of this Court, Respondents Citicorp and Citibank, N.A. make the following disclosure statement: Citicorp is a U.S. bank holding company incorporated under the laws of the State of Delaware, and is a publicly-traded company. Citibank, N.A. is a bank organized under the laws of the United States and is a wholly-owned subsidiary of Citicorp. A list of the non-wholly-owned subsidiaries of Citibank, N.A. is set forth in Appendix A hereto, and a list of the nonwholly-owned subsidiaries of Citicorp (excluding those held through Citibank, N.A.) is set forth in Appendix B hereto.

REASONS FOR DENYING THE WRIT

Although Citicorp and Citibank, N.A. have been identified in the instant petition for a writ of certiorari as respondents (p. iv), none of the "questions presented" in the petition, and none of the arguments presented therein addresses the reasons set forth in the decision below for granting summary judgment to Citicorp and Citibank, N.A. (App. B, pp. 33a-34a).

Accordingly, it appears that Citicorp and Citibank, N.A. were improperly named as respondents in the petition, and the writ should be denied as to these two parties on this ground alone. Respondents Citicorp and Citibank, N.A. otherwise rely upon the reasons for denying the writ set forth in the opposition filed on behalf of respondents USAir, Inc. and Shuttle, Inc.

Dated: May 15, 1998

Respectfully submitted,

MARK A. JACOBY
Counsel of Record
WEIL, GOTSHAL & MANGES LLP
Counsel for Respondents
Citicorp and Citibank, N.A.
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

APPENDIX A

CITIBANK, N.A. NONWHOLLY-OWNED SUBSIDIARY ENTITIES
(as of March 31, 1998)

Domestic

Acme Delivery Service, Inc.
AIRXCEL HOLDINGS, INC.
Alarm Holdings, Inc.
Anvil Holdings, Inc.
Beech Hill Hospital LLC
Bobs Holdings, Inc.
BPS Holding Corporation
Cable Systems Holding Company
CareerCom Corporation
Chromcraft Revington, Inc.
Citicorp Mezzanine Partners, L.P.
CMH Holding Corporation
Condere Corporation
Corral America Holdings, Inc.
Cort Business Services
Cuban American Nickel Company
DavCo Food, Inc.
Electrocal Designs, Inc.
Fairmarkets, Inc.
FF Holdings Corporation
Frederick's Fine Chocolates, Inc.
FSI Holdings, Inc.
Galey & Lord Holdings
GCIH, Inc.
GDT Holdings, Ltd.
Glenoit Universal, Ltd.
GVC Holdings
Hancor, Inc.
HAVCO WP, Inc.
Haydon Corporation
HII Holdings, Inc.

Huntsville Television Holding Corp.
Hydrochem Holding, Inc.
IKS Corporation
Industrial Quality Services, Inc.
International Airmotive Holding Corp.
International Media Group
Marine Holding, L.L.C.
Milk Specialties Company
MM Holding Corp.
MS Acquisition Corporation
MSX International, Inc.
NAC Holding Inc.
One Sansome Street Associates
Palomar Technologies Corporation
Pen-Tab Holdings, Inc.
Pinnacle Apparel Group
Plainwell Holding Company
Plantronics Inc.
Polar Tank Holding, Inc.
PTI, Inc.
Pursell Industries Inc.
Rax Restaurants, Inc.
RES Associates of Georgia, Ltd.
Sansome Land Associates
SC Processing, Inc.
Sleep Investor L.L.C.
Sterling Healthcare Corporation
Sterling Holding Company, LLC
Sybron Chemicals, Inc.
TEU Holdings, Inc.
Thermal Engineering International Corporation
Unisa Holdings Incorporated
Vectura Group, Inc.
Vision Metals Holdings, Inc.
WB Bottling Company
World Subordinated Debt Partners, L.P.
Zatarain's Brands, Inc.

Foreign

3C (Hong Kong) Funding Corporation
525 PARTICIPACOES S.A.
Banco de Honduras S.A.
Belapart S.A.
Berlin Real Estate B.V.
Canderel Limitee
CCBC Holdings, Inc.
Celulosa Argentina S.A.
Central Holdings Corporation
Citi-Inmobiliaria e Inversiones, S.A. de C.V.
Citi Center Condominium Corporation
Citi Premier SICAV
Citibank-Maghreb
Citibank Belgium S.A./N.V.
Citibank Canada Real Estate Limited
Citibank Espana S.A.
Citibank Nigeria
Citibank, S.A.
Citicorp Brokerage (India) Limited
Citicorp China Investment Management (BVI) Limited
Citicorp China Investment Management Limited
Citicorp Credit Services India Limited
Citicorp Deutschland Aktiengesellschaft
Citicorp Information Technology Industries Limited
Citicorp Investment Bank (Pakistan) Limited
CITICORP MARUTI FINANCE LTD.
Citicorp Securities and Investments Limited
Citinversiones de Titulos y Valores (Puesto de Bolsa) S.A.
Corredores de Seguros Citicorp Limitada
Diners Club de France S.A.
Diners Club Limited, The
Eletron S.A.
Elfte Gamma Trans Leasing Verwaltungs GmbH & Co.
Finanzierungs-Management KG
FOFIP S.A.

Forestal Santa Lucia S.A.
Gamma Trans Leasing Verwaltungs GmbH & Co. Achte Finanzierungs-Management KG
Gamma Trans Leasing Verwaltungs GmbH & Co. Dritte Finanzierungs-Management KG
Gamma Trans Leasing Verwaltungs GmbH & Co. Finanzierungs-Management KG
Gamma Trans Leasing Verwaltungs GmbH & Co. Fuenfte Finanzierungs-Management KG
Gamma Trans Leasing Verwaltungs GmbH & Co. Neunte Finanzierungs-Management KG
Gamma Trans Leasing Verwaltungs GmbH & Co. Sechste Finanzierungs-Management KG
Gamma Trans Leasing Verwaltungs GmbH & Co. Siebte Finanzierungs-Management KG
Gamma Trans Leasing Verwaltungs GmbH & Co. Vierte Finanzierungs-Management KG
Gamma Trans Leasing Verwaltungs GmbH & Co. Zweite Finanzierungs-Management KG
Interchange S.A.
J.D.S. Investments Limited
Leadair Assurances
Leadair Selection
Memo Service
Opportunity Prime Fundo Mutuo de Investimento em Acoes-Carteira Livre
P.T. Citicorp Finance Indonesia
P.T. Citicorp Securities Indonesia
Palace Place Limited Partnership
Paseo Realty and Development Corp.
Premium Finance No. 3 C.V.
Primus Holdings, Inc.
RIBA-Representacoes Participacoes e Administracao Ltda.
Saudi American Bank
Sweet River Fund
The Fourteenth Hong Kong Leasing Partnership
The HOW Limited Partnership

Tissucel S.A.
Usina Bernal S.A.
Valetron S.A.
Zehnte Gamma Trans Leasing Verwaltungs GmbH & Co.
Finanzierungs-Management KG

APPENDIX B

CITICORP NONWHOLLY-OWNED SUBSIDIARY ENTITIES
(Excludes Citibank, N.A. Subsidiary Entities)
(as of March 31, 1998)

Domestic

Citicorp Capital I
Citicorp Capital II
Eagle II
Greater Southwest Community Service Corp.
Lake Terrace Associates
Mission Park Corporation
Neptune Securities Finance, LLC
Student Loan Corporation, The

Foreign

CB Money Fund
Citicorp Chile Fondo de Inversion Mobiliaria
Citicorp Everbright China Fund Limited
Citilife S.A./N.A.